



CHAPTER 51.

An Act to Incorporate the Cariboo & Pacific Mining,
Smelting and Development Company.

[25th April, 1907.]

WHEREAS a petition has been presented praying for an Act to Preamble.
incorporate a company with the rights, powers and privileges
hereinafter set forth, and it is expedient to grant the prayer of the
said petition :

Therefore, His Majesty, by and with the advice and consent of the
Legislative Assembly of the Province of British Columbia, enacts as
follows :—

1. Edgar Bloomfield, Richard Coupland Spinks and George Incorporation.
Cornelius Van Horne, with such other persons as shall hereafter
become shareholders therein, are hereby constituted a body politic and
corporate under the name of the Cariboo & Pacific Mining, Smelting
and Development Company.

2. The head office of the Company shall be at the City of Vancouver, Head office.
provided, however, that the Lieutenant-Governor in Council may, on
the application of the Company, change the name of the Company Power to change.
and the location of the head office.

3. The capital of the Company shall be one million dollars Capital.
(\$1,000,000.00) divided into ten thousand shares of one hundred Division into shares.
dollars (\$100.00) each, which may be issued upon such terms and
conditions and with such rights and privileges annexed thereto as the
Company in general meeting may direct, and in particular with a
preferential or qualified right to dividends, and in the distribution of Preference shares.
assets of the Company, with a special or without any right of voting.

Increase of capital. **4.** The capital of the Company may be increased by the issuance of shares or stock as the Company may determine, and upon the like terms and conditions as in the last preceding section mentioned. and with such rights, powers and privileges as the Company may determine.

Limitation of liability. **5.** The liability of the shareholders shall be limited to the amount, if any, unpaid on the shares respectively held by them.

Provisional Directors. **6.** The said Edgar Bloomfield, Richard Coupland Spinks and George Cornelius Van Horne shall be the Provisional Directors of the Company, with power to obtain subscriptions for shares and to organize the Company, and they shall hold office until the election of Directors as hereinafter provided.

Regulations governing Company. **7.** The Company shall, in addition to the regulations provided by the Companies Clauses Act, 1897, be governed by the following regulations :

- (a.) The Board of Directors shall consist of not less than three nor more than seven persons :
- (b.) Every Director shall be a shareholder in the Company holding not less than ten shares in his own name :
- (c.) The Directors shall elect one of their number to be the Chairman of the Board :
- (d.) The remuneration of the Directors (if any) shall be determined by the Company in general meeting :
- (e.) The Directors shall continue in office for one year, or until their successors are properly elected :
- (f.) Any casual vacancy in the Board of Directors may be filled up by the Directors, but any person so chosen shall retain his office so long only as the vacating Director would have retained the same if no vacancy had occurred :
- (g.) The annual general meeting of the Company for the election of Directors shall be fixed by by-law :
- (h.) A Director may hold any other office or place of profit under the Company to which he may be elected or appointed either by the Directors or the Company in general meeting :
- (i.) The powers conferred by section 157 of the Companies Clauses Act may be delegated to the Directors :
- (j.) At any general meeting every shareholder shall, subject to any special or qualified right of voting, have one vote for each share held by him :
- (k.) In the event of an equality of votes at a Directors' meeting, the Chairman of such meeting shall have a second or casting vote :

- (l.) The Provisional or elected Directors of the Company may, in their discretion, exclude any one from subscribing for stock in the Company or rescind the subscription and return the deposit of any person if they are of opinion that such person would hinder, delay or prevent the Company from carrying out any of the powers herein conferred, and if at any time more than the whole stock shall have been subscribed the said Board of Directors may allocate and apportion it amongst the subscribers as they shall deem most advantageous and conducive to the furtherance of the undertaking, and in such allocation the said Directors may, in their discretion, exclude any one or more of said subscribers.

8. The Company shall have, and hold, and may, among other things, Powers.
exercise the following powers :

- (1.) To seek for and secure openings for the employment of capital in the Province of British Columbia, and with a view thereto, to prospect, enquire, examine, explore and test, and to despatch and employ expeditions, commissioners, experts and other agents:
- (2.) To carry on all kinds of exploration business and in particular to search for, prospect, examine and explore mines and ground supposed to contain minerals, coal, coal oil or precious stones, and to search for and obtain information in regard to mines, mining claims, mining districts and localities :
- (3.) To purchase or otherwise acquire, and to sell, dispose of and deal with mines and mining rights and property supposed to contain minerals, coal, coal oil or precious stones of all kinds and undertakings connected therewith, and to work, exercise, develop and turn to account mines and mining rights and any undertaking connected therewith, and to buy, sell, refine, manipulate and deal in minerals of all kinds:
- (4.) To crush, win, get, quarry, smelt, calcine, refine, dress, amalgamate, manipulate and prepare for market ore, metal and mineral substances of all kinds, and to carry on any other metallurgical operations which may seem conducive to any of the Company's objects :
- (5.) To erect, construct, maintain and operate mills and smelters :
- (6.) To buy, sell, manufacture and deal in minerals, coal, coal oil, plant, machinery, implements, tools and things capable of being used in connection with metallurgical or mining operations, or required by the Company :
- (7.) To construct, carry out, and improve, maintain, manage, work, control and superintend roads, ways, tramways, bridges, reservoirs, watercourses, aqueducts, wharves, furnaces, sawmills, crushing works, factories, warehouses, steamboats and other works and conveniences which may seem directly or indirectly

conducive to any of the objects of the Company, and to contribute to, subsidise, or otherwise aid or take part in any such operations :

- (8.) To buy, sell and deal in bullion, specie, precious metals, coal and coal oil :
- (9.) To acquire from any authority or power, and by any lawful means, any concessions, grants, decrees, rights or privileges whatsoever, which may seem to the Company capable of being turned to account, and to work, develop, carry out, exercise, and turn to account the same :
- (10.) To purchase or otherwise acquire, sell, exchange, and turn to account real and personal property and rights of all kinds, and in particular lands, buildings, mines, and mining rights of all kinds, whether mineral, coal, or coal oil concessions, patents, licences, tolls and business earnings and undertakings :
- (11.) To acquire timber and timber lands, leases and licences, and deal in timber and timber lands :
- (12.) To carry on the business of lumber men and general merchants :
- (13.) To establish and maintain branch stores and offices or factories for effectually carrying on the business of the Company or any part thereof :
- (14.) To have all the powers of a power company under the Water Clauses Consolidation Act within the Mining Districts of Bella Coola, Cariboo and Quesnel, and otherwise to acquire, own and operate water powers and light systems, plant, machinery and other appliances, within the said Districts, and without any exclusive privilege :
- (15.) To carry on the business of electricians, mechanical engineers, suppliers of electricity for the purposes of light, heat, motive power or otherwise, and manufacturers of and dealers in all apparatus and things required for or capable of being used in connection with the generation, supply, accumulation and employment of electricity, within the Mining Districts of Bella Coola, Cariboo and Quesnel :
- (16.) To carry on within the Mining Districts set out in sub-section 15 the business of an electric light and power company in all its branches, and in particular to construct, lay down, establish, fix and carry out all necessary cables, wires, lines, accumulators, lamps and works, and to generate, accumulate, distribute and supply electricity and power and to light cities, towns, streets, docks, markets, theatres, buildings and places both public and private :
- (17.) To carry on any other business whether manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with the above or calcu-

lated directly or indirectly to enhance the value or render profitable any of the Company's property or rights :

- (18.) To acquire or undertake the whole or any part of the business, property and liabilities of any other person or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of this Company :
- (19.) To apply for, purchase, or otherwise acquire any patents, brevets d'invention, licences, concessions, and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit this Company, and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired :
- (20.) To enter into partnership or into any agreement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company. And to lend money to, guarantee the contracts of, or otherwise assist any such person or company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same :
- (21.) To take, or otherwise acquire, and hold shares in any other company having objects altogether or in part similar to those of this Company, in carrying on any business capable of being conducted so as directly or indirectly to benefit this Company :
- (22.) To promote any company or companies for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company :
- (23.) Generally to purchase, take on lease or in exchange, hire, or otherwise acquire, any real and personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business, and in particular any land, buildings, easements, machinery, plant, and stock-in-trade :
- (24.) To draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferrable instruments :

- (25.) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company :
- (26.) To obtain any provisional order or Act of Parliament for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the Company's interests :
- (27.) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company :
- (28.) To do all or any of the above things, and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents, or otherwise, and either alone or in conjunction with others :
- (29.) To do all such other things as are incidental or conducive to the attainment of the above objects, or any of them.

Commencing
business.

9. When shares of the par value of twenty-five thousand dollars have been subscribed for, the Company may begin business. So soon as conveniently may be thereafter, the Provisional Directors or a majority of them shall convene a general meeting for the purpose of electing a Board of Directors and the transaction of such business as may be brought before the meeting.

Meeting to elect
Directors.

Notice of meeting.

10. Notice of such meeting shall be given by registered letter to each shareholder posted two weeks before the date of the meeting to the last known place of residence of such shareholder.

Company's property
in other's possession
exempt from distress
and execution.

11. Where any of the Company's property has for the Company's purposes passed into the possession of another, such property shall not be subject to distress for rent or be liable to be taken in execution under any process of any Court against the person in whose possession the said property may be.

Failure to elect
Directors.

12. No failure to elect Directors or to hold the first or any annual meeting shall operate as a dissolution of the Company, but anything omitted to be done may be afterwards performed at a meeting called in conformity with the by-laws or at a meeting called specially for the purpose.

Sections not
applicable.

13. Sections 179, 180, 181, 182 and 183 of the Companies Clauses Act, 1897, shall not apply to this Act or the Company or its undertaking.

VICTORIA, B. C. :

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